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TELEFAX (202) 393-2156

MAY 24 1990 -225 PM

May 24, 1990

INTERSTATE COMMERCE COMMISSION

0-144A018

Ms. Noreta R. McGee Secretary Interstate Commerce Commission Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provision 49 U.S.C. Section 11303(a) are three original copies of a section Agreement Supplement dated May 22, 1990, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Security Agreement dated as of February 11, 1988, which was duly filed and recorded on February 12, 1988 at 1:05 p.m. and assigned Recordation Number 15504.

The names and addresses of the parties to the enclosed document are:

Borrower: Greenbrier Leasing Corporation

Greenbrier Railcar, Inc.

One Centerpointe Drive, Suite 200

Lake Oswego, Oregon 97035

Secured

Party: The Bank of California, National

Association P.O. Box 3121

Portland, Oregon 97208

A description of the railroad equipment covered by enclosed document is set forth in Exhibit A attached hereto and made a part hereof.

Ms. Noreta R. McGee Secretary Interstate Commerce Commission May 24, 1990 Page Two

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Security Agreement Supplement dated May 22, 1990 covering 175 boxcars within the series CRLE 71000 through CRLE 71199.

Very truly yours,

Charles T. Kappler

CTK/bg Enclosures

EXHIBIT "A" TO ATTACHMENT 1 TO SUPPLEMENT PAGE 1 OF 1

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CRLE	71000	CRLE 71043	CRLE 71078	CRLE 71	
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CRLE		CRLE 71048	CRLE 71093	CRLE 71	138
CRLE :		CRLE 71049	CRLE 71095	ODI E 31	120
CRLE :		CRLE 71050	CRLE 71096	CRLE 71	
			CRLE 71097	CRLE 71	140
CRLE :	••	CRLE 71051		CRLE 71	141
CRLE :	71009	CRLE 71052	CRLE 71083	CRLE 71	142
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CRLE		CRLE 71056	CRLE 71089	CRLE 71	
CRLE		CRLE 71057	CRLE 71090	CRLF 71	148
CRLE		CIGE 71037	CRLE 71091	CRLE 71	149
CRLE	71015	CRLE 71025	CRLE 71092	CRIE 71	
		CRLE 71023	CDI E 7100/	CRLE 71	
CRLE 7		CRLE 71060 CRLE 71061	CRLE 71094	CRLE 71	
CRLE	71016	CKLE /1001	CRLE 71098	CICLE 71	147
			CRLE 71099	CRLE 71	150.
CRLE :	71017	CRLE 71058	CRLE 71100	71	
CRLE :	71018	CRLE 71059	CRLE 71101	CRLE 71	
		CRLE 71062	CRLE 71102	CRLE 71	
CRLE 7	71019	CRLE 71054	CRLE 71103	CRLE 71	153
CRLE 7			CRLE 71104	CRLE 71	157
	•	CRLE 71055	CRLE 71105	CRLE 71	
CRLE		CRLE 71063	CRLE 71106	CRLE 71	
CRLE	71022	CRLE 71070	CRLE 71109	CIGE /1	ככו
CRLE	71026	CRLE 71069	CRLE 71108	CRLE 71	158
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			CRLE 71107	CRLE 71	160
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		CRLE 71074	CRLE 71115	CRLE 71	
CRLE .	71032	CRLE 71075	CRLE 71116	CRLE 71	
CRLE	71033	CIGE /10/5	CRLE 71117	CRLE 71	
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RECCRDATION TO 15504-QQ

MAY 24 1990 -225 PM

SECURITY AGREEMENT SUPPLEMENT

INTERSTATE COMMERCE COMMISSION

This Security Agreement Supplement is given by GREENBRIER LEASING CORPORATION, a Delaware corporation and GREENBRIER RAILCAR, INC., a Delaware corporation (the "Borrower"), to THE BANK OF CALIFORNIA, NATIONAL ASSOCIATION (the "Bank") as a supplement to the Security Agreement dated as of February 11, 1988 (herein, as the same may have been amended, modified or supplemented from time to time, called the "Security Agreement") between the Borrower and the Bank.

Capitalized terms used herein shall have the meaning attributed thereto in the Security Agreement.

As further security for the Obligations, the Borrower hereby assigns to the Bank all of Borrower's rights, title and interest in, and grants to the Bank a security interest in the following items of Collateral: (a) the Equipment listed on Attachment 1 hereto and all improvements, replacements, substitutions, accessories and additions thereto; (b) the Leases listed in Attachment 1 hereto (if any) and all leases and agreements to lease now or hereafter in effect and relating in any way to the Equipment and all rents, accounts and other rights to payment arising under the Leases; (c) all proceeds of all of the foregoing. This grant of a security interest is made under and pursuant to the terms of the Security Agreement.

The Borrower warrants to the Bank that (a) it is the lawful owner of such Equipment, Leases and Proceeds, free and clear of all liens and incumbrances (except the security interest of the Bank and the leasehold interest of the lessees under the Leases); (b) each piece of Equipment listed on Attachment 1 has been received, delivered and accepted by a duly authorized agent of the Borrower and each such piece of Equipment is in the condition required by the Security Agreement; and (c) each Lease listed on Attachment 1 is the valid and binding obligation of the lessee thereon, not subject as of the date hereof to any claim, offset or defense known to the Borrower and the names and addresses of the lessees, the lease terms and the rents payable on such Leases as shown on the attachment are true and correct.

Dated: May 22, 1990

GREENBRIER LEASING CORPORATION

a Delaware corporation

1 10 - 111

Title: Nico President

STATE OF OREGON

SS.

County of Clackamas

The foregoing instrument was acknowledged before me this \times $\frac{HAY22,1990}{CORPORATION}$ by NORRISS M. WEBB, Vice President of GREENBRIER LEASING CORPORATION and GREENBRIER RAILCAR, INC.

Notary Public for Oregon

GREENBRIER RAILCAR, INC., a Delaware corporation

My Commission Expires on 12-14-91

ATTACHMENT 1 TO SUPPLEMENT

RF8 Nuw Initial

<u>Description of Equipment:</u>

One hundred seventy-five (175) boxcars, Plate "C", with interior length 50' 7" repaired to rebuilt status under Rule 88 of the AAR Interchange Rules and upgraded to Class A quality standards meeting all AAR, FRA and National Transportation Agency Regulations marked within series CRLE 71000 through CRLE 71199 and identified in Exhibit "A" to this Attachment 1 to Supplement.

EXHIBIC "A" 10 ATTACHMENT 1 TO SUPPLEMENT PAGE 1 OF 1

				INITIALS	
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CRLE 71000		71043	CRLE 7107		
CRLE 71001	CRLE	71044			
	CRLE	71045	CRLE 7108	~ ×	, , , , , ,
CRLE 71002			CRLE 7108	CRLE.	71135
CRLE 71007		71046	CRLE 7108	CIUL I	
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CRLE 71004	CRLE	71048	CRLE 7109	3 CRLE 7	71138
CRLE 71005	CRLE	71049	CRLE 7109	5 CDIE	71120
CRLE 71006	CRLE	71050	CRLE 7109		
CRLE 71008			CRLE 7109	7	/1140
CRLE 71009	CRLE	71051		CRLE 7	71141
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CRLE 71012			CRLE 7108		
	CRLE	71056	CRLE 7108		
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CRLE 71018		71059	CRLE 7110		
	CRLE	71062	CRLE 7110		
CRLE 71019	CRLE	71054			1133
CRLE 71020		71055	CRLE 7110	CRLE 7	1157
CRLE 71021		71063	CRLE 7110		
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	CRLE	71075	CRLE 7111		
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CRLE 71035		71076	· CRLE 7112	CRLE 7	1172
CRLE 71036		71077	CRLE 7112	2222	1173
,		71079	CRLE 7112	0010 7	1174
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CRLE 71038			CRLE 7111	227 - 7	
CRLE 71039			CRLE 7112	227 7	
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CRLE 71129

CRLE 71130 CRLE 71131